

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

AIP ACQUISITION LLC,)
v. Plaintiff,) C.A. No. 1:12-cv-00616-GMS
IBASIS, INC.,)
Defendant.)
)

**DECLARATION OF AJAY JOSEPH IN SUPPORT OF DEFENDANT IBASIS, INC.'S
MOTION TO TRANSFER VENUE TO THE DISTRICT OF MASSACHUSETTS
PURSUANT TO 28 U.S.C. § 1404**

I, Ajay Joseph, declare as follows:

1. I am Chief Technology Officer at iBasis, Inc. ("iBasis"). I have been employed by iBasis since June 1, 1999. I make this declaration in support of iBasis' Motion to Transfer.
2. The statements made herein are based on my personal knowledge and a reasonably diligent investigation conducted to date. If called as a fact witness to testify regarding these statements, I could testify competently to them based on such personal knowledge and the investigation conducted.
3. I understand that on May 17, 2012, AIP Acquisition LLC ("AIP") sued iBasis for alleged infringement of U.S. Patent Nos. 5,606,602; 5,917,897; 6,757,275; 7,724,879; and 7,486,662 (the "Asserted Patents"). I also understand that AIP has alleged that certain iBasis products and services, including Value Voice, Direct Voice, Certified Voice Service, and Premium Voice Service (the "Accused Products and Services"), infringe the Asserted Patents.

4. iBasis is a leading wholesale carrier of international long distance telephone calls, and a provider of retail prepaid calling services and enhanced services for mobile operators. It provides, *inter alia*, voice over internet protocol (“VOIP”) and other telecommunications services to large telecommunications carriers around the world. The Accused Products and Services are, essentially, telecommunications services that provide various levels of call quality for international fixed and mobile voice traffic through iBasis’ global network.

5. iBasis is incorporated in Delaware, but its headquarters and principal place of business are located at 20 Second Avenue, Burlington, Massachusetts 01803. iBasis has operated continuously there since 1999. Prior to that date, iBasis was located at 121 Middlesex Turnpike, Burlington, Massachusetts 01803. iBasis’ principal place of business has been in Massachusetts since its incorporation on August 2, 1996.

6. iBasis does not own or lease, nor has it ever owned or leased, any real property in Delaware. iBasis also does not maintain any offices, warehouses, operations, or other facilities, technical or otherwise, in Delaware. iBasis does not manufacture any products or conduct any research or development in Delaware. iBasis does not store any relevant files, records, or other documents in Delaware. iBasis does not keep any mail drops, bank accounts, or telephone numbers in Delaware.

7. iBasis has approximately 346 regular, full time employees. Approximately 212 of those employees work out of iBasis’ headquarters in Massachusetts. Approximately 228 regular, full time employees work out of the United States and approximately 118 employees work outside the United States. iBasis does not employ and has never employed any personnel in Delaware.

8. Seven of iBasis' eight top executive officers are based in Massachusetts. These include its CEO, CFO, CTO, General Counsel, Vice President of Global Human Resources, Senior Vice President of Operations, and Senior Vice President of Product Management. The remaining top executive officer, iBasis' Global Sales Officer, is based in the Netherlands. None of iBasis' top executives are based in Delaware.

9. The vast majority of iBasis witnesses knowledgeable about the design, development, marketing, operation and sales of the Accused Products and Services are located in Massachusetts. Some may also be located outside the United States. iBasis does not have any employees knowledgeable about the design, development, marketing, operation or sale of the Accused Product in Delaware. To the extent iBasis must produce witnesses in this litigation that are based outside of Massachusetts, it would be more convenient for those witnesses to travel to Massachusetts than Delaware because, among other things, iBasis has no offices or other facilities in Delaware.

10. iBasis' co-founders, Ofer Gneezy and Gordon VanderBrug, left iBasis in 2009. Messrs. Gneezy and VanderBrug were both involved in the development of iBasis' products and services. I understand that Messrs. Gneezy and VanderBrug presently reside in Massachusetts.

11. Daniel Powdermaker worked at iBasis from August 4, 1997 to December 3, 2000, when he resigned. Mr. Powdermaker was rehired on January 8, 2001 and worked at iBasis until October 29, 2007. From July 1, 2002 to October 29, 2007 he was iBasis' Senior Vice President of Worldwide Sales. Mr. Powdermaker was one of iBasis' first employees, he was involved in the design and development of the iBasis system, and monitored its progress. I understand that Mr. Powdermaker left iBasis on October 29, 2007 to work at Arbinet Corporation. I understand that Mr. Powdermaker presently resides in Massachusetts.

12. None of the Accused Products and Services were designed or developed in Delaware. The design and development of the Accused Products and Services primarily took place in Massachusetts and outside the United States.

13. iBasis' documents related to the design, development, marketing, operation and sales of the Accused Products and Services are located primarily in Massachusetts or outside the United States. These documents are accessible from Massachusetts. iBasis is not aware of any such documents being located in Delaware.

14. iBasis owns and operates various types of telecommunications hardware around the world. This hardware is used, in general, to facilitate iBasis' provision of the Accused Products and Services. No hardware or software used to provide these telecommunications services is located in Delaware.

15. iBasis has a very small retail business related to pre-paid calling cards. Nationwide revenue from this business accounts for less than 4% of iBasis' total annual revenue and of that 4%, only 0.2% of retail revenue or .0078% of total iBasis revenue is derived from sales taking place in Delaware. Furthermore, revenue from this business has been decreasing as a percentage of total revenue year over year for the past two years. These pre-paid calling cards are available across the United States including in Delaware.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 26, 2012.



Gary L. Kerr
SIGNATORY

CERTIFICATE OF SERVICE

I hereby certify that on July 27, 2012, I caused the foregoing to be electronically filed with the Clerk of the Court using CM/ECF, which will send notification of such filing to all registered participants.

I further certify that I caused copies of the foregoing document to be served on July 27, 2012, upon the following in the manner indicated:

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/s/ Jack B. Blumenfeld

Jack B. Blumenfeld (#1014)